US EXECUTIVE APPROVAL FORM

CUSTOMER NAME: Pennwell Corporation

2nd Approval: Revised due to Customer Requested Changes

SECTION I - Approval Requests:
HQAPP Requests:

1. 66.5% discount on E-Business Suite (Store plus 44.5%) .
2. Old (Pre May 24th, 2003) E-Business Suite
3. Net 45 payment terms for license and support invoices

TIER 1 Requests:

1. One year price hold with $25k purchase minimum.
2. Flat line support in year 2 and 3
3. Infringement indemnification carve out.

TIER 2/3 Requests:

1. SLSA Term - 3 years
2. Venue and change of
3. Governing law changed to New York

Other: Sales Rep.
1. Order of document precedence language

Previously approved requests (include date of approval):
1. May 5, 2003
2.

SECTION II – Deal Summary:

Deal Summary	
Programs	Old E-Business Suite
License Discount	66.5% (ebiz + 44.5%)
Support Discount	66.5% (ebiz + 44.5%)
Comp & Admin Discount	N/A
Phased Implementation for Comp & Admin?	N/A
Subset of Users	N/A
Support Options/Holds	N/A
Price Holds	N/A
List License	$600,000
List Support	$132,000
List Comp & Admin	N/A
Net License	$201,000
Net Support	$44,220
Net Comp & Admin	N/A
Net Total Price	$245,220

GOVERNMENT
EXHIBIT
P1133

ORLITE0126240

Price List Used	3/7/03

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Customer History - Existing Price Holds	
Existing contractual discount (price hold)	N/A
Date of Price List for price hold	N/A
When does price hold expire?	N/A
Price hold program categories (database, server, erp, crm, hr/payroll, app suite)	N/A
Name of Agreement if applicable	N/A

SECTION III - Justification:

Hyper competitive deal with Peoplesoft. Penwell is a 85 million dollar a year company poised for substantial growth. This has been a dog fight with PSFT., they have a better modular solution for the publications industry but we have better financials and architecture – We win long term TCO Psoft wins short term. At requested prices we are only 20% total TCO more expensive which Penwell can accept. Penwell wants Oracle but feels either company could run their business. Peoplesoft has low balled the offer at 198K License and Training for our equivalent offering at 202 L only (their training is worth about 40K). We originally positioned pricing at store in Dec of '02 therefore we need to be consistent in offering the old suite pricing.

Full Suite at substantial savings (vs. after May) is very motivating to PennWell.

Presenting to board on 5/16; tentative sign date scheduled for 5/27.

Recommendation: *(leave blank for HQAPP to fill out)*

Submitted By: *ASM Laffoon, RM Cole, RVP Calzolari*

R: *(leave blank for HQAPP to fill out)*
C:
L:
A:
BP:

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PLEASE NOTE THAT HQAPP WILL NOT REVIEW ANYTHING BELOW AND NOTHING BELOW WAS CONSIDERED FOR THEIR APPROVAL. ONLY DETAILS IN THE REQUEST SECTION (SECTION I) ABOVE WERE CONSIDERED IN THE APPROVAL GRANTED.

SECTION V – Ordering Document Details

<u>Instructions</u> - **Fill in all sections completely.**

APPROVAL REQUIREMENTS - Refer to the Approval Matrix at http://esource.oraclecorp.com
PRICING REQUIREMENTS – Refer to Price List and Price List Supplement for minimums and prerequisites.
PRICING SPREADSHEET – Include a pricing spreadsheet showing all products, quantities, license types, pricing, and discounts. Indicate if discount for drafting contract differs from approved discount.
MIGRATIONS - If your deal contains a migration, you must submit a Migration Worksheet to the ELM (eBusiness License Migrations) team. Refer to http://nafo.us.oracle.com under the Contract Management tab and e-Business License Migrations header to download the spreadsheet and for additional information.

<u>Note: All business approvals & quotes are valid through the quarter they were approved, unless a formal RFP or Tender requires a longer validity period.</u>

General Information	
Contract requested by (insert date): After all approvals are obtained - Allow 24 hours for standard contracts and 48 hours for non-standard contracts.	5/9/03
Opportunity I.D. (OSO Number):	917773
Is this a ship order?	Yes
Deal Structure (indicate Direct, Pass-Through, Sublicense, or Trial License):	Direct
Is this deal the result of a compliance issue that LMS has been involved in?	No
Does deal contain new licenses with an *approved* non-supported license type (i.e. metric is not nor ever has been on Oracle's price list):	No
Quote Valid Through (insert date):	5/30/03
Partner (insert name, if applicable)?	N/A
VAD (insert name, if applicable)?	N/A
PARTNER PAYMENT: If this is a direct deal, does it involve a Partner Referral Fee? If yes, specify payment type:	No
MIGRATIONS OR UPDATES:	No
PREMIUM SERVICES:	No
INCIDENT PACKS:	No
INTERNATIONAL: Requires an International Notification Form to be forwarded to your manager, contract specialist, and NASINFO or OGEHINFO.	No
Payment Terms:	Net 45 requested
Referenced Agreement:	New OLSA

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Customer and Administrative Information – all fields must be filled in	
Customer's EXACT Legal Name:	**Pennwell Corporation**
Business Address:	1421 S. Sheridan Rd.
City / State / Zip:	Tulsa, OK 74112
Customer Contract Admin:	Gina Bradford
Phone #:	918-831-9527
Fax #:	918-832-9290
E-mail ID:	ginab@pennwell.com
Billing Contact:	Same
(Partner/VAD if Indirect):	
Address:	
City / State / Zip:	
Phone #:	
Fax #:	
E-mail ID:	
Tax Status :	Non-Exempt
Shipping Contact:	**Same**
Address:	
City / State / Zip:	
Phone #:	
Fax #:	
E-mail ID:	
Technical Support Contact:	Shane Evertson
Address:	Same
City / State / Zip:	
Phone #:	
Fax #:	
Email ID:	**severtson@pennwell.com**
Partner Name (Indirect):	N/A
Address:	
City / State / Zip:	
Contact Admin:	
Phone #:	
Fax #:	
E-mail ID:	

Education (EPPC)	
Education Prepaid Credit Amount:	$_____
Education Discount:	___%
Education Revenue:	$_____
Education Sales Rep:	

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PROCESSOR/NAMED USER PROGRAMS/COMPUTER PROGRAMS (REQUIRED INFORMATION)

Make and Operating System required for each program:
<u>Make:</u>   Sun
<u>OS</u>:   Unix
<u>PROGRAMS</u>: E-Business Suite, 9i, 9ias

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Applications	
Will applications be modified:	No
Will users be accessing modified Apps from the web:	Yes
Have all prerequisites been included:	Yes
Will users use Fast Forward RPM:	No
Will applications be hosted:	No
Indicate database that Apps will run on:	Oracle 9i
Indicate CSI for existing prerequisite database and tools:	

Options not requiring HQAPP, Tier 1, or Tier 2 Approval	
(1)	
(2)	
(3)	
(4)	

Internal Administrative Information	
Applications Sales Manager	Rob Laffoon
Technology Sales Manager	
Account Manager	
OracleDirect Rep	Wing Seto
Education Sales Rep	
Support Renewals Rep	
Premium Support Rep	
Migrations Manager	
Is there a teaming agreement?	No
Requester:	Name: Rob Laffoon Business Telephone: 972-401-5613 Cell Phone: 918-606-4269

US EXECUTIVE APPROVAL FORM

CUSTOMER NAME: Pennwell
PARTNER/VAD NAME:
ALREADY APPROVED
SECTION I - Approval Requests:
HQAPP Requests:

1. 40% discount on E-Business Suite (Store plus 20%)
2. Old (Pre May 24th, 2003) E-Business Suite
3. Customer intends to standardize on Oracle and will sign our language to that effect. This deal should be compliant with GSA with that provision.

"Exclusivity. In consideration of the discounts offered on this order, customer agrees to standardize their ERP applications on Oracle technology for a period of one year from the date of this order. Customer agrees to make all reasonable efforts to migrate any non-Oracle ERP applications to Oracle technology within 12 months of this order."

TIER 1 Requests:

1.
2.

TIER 2/3 Requests:

1.
2.

Previously approved requests (include date of approval):
1.
2.

SECTION II – Deal Summary:

Deal Summary	
Programs	Old E-Business Suite
License Discount	40% (ebiz + 20%)
Support Discount	40% (ebiz + 20%)
Comp & Admin Discount	N/A
Phased Implementation for Comp & Admin?	N/A
Subset of Users	N/A
Support Options/Holds	N/A
Price Holds	N/A
List License	$286,000
List Support	$62,920
List Comp & Admin	N/A
Net License	$171,600
Net Support	$37,752
Net Comp & Admin	N/A

| Net Total Price | $209,352 |
| Price List Used | 3/7/03 |

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Customer History - Existing Price Holds	
Existing contractual discount (price hold)	N/A
Date of Price List for price hold	N/A
When does price hold expire?	N/A
Price hold program categories (database, server. erp. crm. hr/payroll. app suite)	N/A
Name of Agreement if applicable	N/A

SECTION III - Justification:
This has been a 10 month sales cycle, small ($200M) privetly held customer, very competitive deal with Peoplesoft. Use of old Suite is closing leverage which we have made very clear to Pennwell goes away after May 30th, 2003. Presenting to board on 5/16. Oracle installed customer where PeopleSoft is trying to get in and minimize Oracle footprint.

Recommendation: *(leave blank for HQAPP to fill out)*

Submitted By: *ASM Laffoon, RM Cole, RVP Calzolari*

R: *(leave blank for HQAPP to fill out)*
C:
L:
A:
BP:

HIGHLY CONFIDENTIAL   **ORLITE0126248**